

中創智領（鄭州）工業技術集團股份有限公司  
董事會薪酬與考核委員會實施細則  
**The Implementation Rules of the Remuneration  
and Appraisal Committee of the Board of Directors of  
ZMJ Group Company Limited**

第一章 總則  
**Chapter I General Provisions**

第一條 為進一步建立健全中創智領(鄭州)工業技術集團股份有限公司(以下簡稱「公司」)董事及高級管理人員的考核和薪酬管理制度，完善公司治理結構，根據《中華人民共和國公司法》、《上市公司治理準則》、《香港聯合交易所有限公司證券上市規則》、《公司章程》及其他有關規定，公司特設立董事會薪酬與考核委員會，並制定本實施細則。

Article 1 In order to establish and perfect the Appraisal and Remuneration Management System of the directors and senior management members of ZMJ Group Company Limited (hereinafter referred to as “**the Company**”) and complete the corporate governance structure, the Company establishes the Remuneration and Appraisal Committee of Board of Directors in particular and formulates these implementing regulations in accordance with the *Company Law of the People’s Republic of China*, the *Code of Corporate Governance for Listed Companies*, the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, the *Articles of Association* and other relevant regulations.

第二條 薪酬與考核委員會是董事會下設的專業委員會，主要負責研究董事與高級管理人員考核的標準，進行考核並提出建議；負責研究和審查董事及高級管理人員的薪酬政策與方案，對董事會負責。

Article 2 The Remuneration and Appraisal Committee is a professional committee under the Board of Directors. It is mainly responsible for formulating the assessment standards for Directors and the senior management, making assessment and table proposals, as well as studying and examining the remuneration policies and proposals for Directors and senior management members, and shall report to the Board.

第三條 本細則所稱董事是指本公司的執行董事、非執行董事(如有)及獨立非執行董事，高級管理人員是指本公司總經理、副總經理、財務總監及董事會秘書及由總經理提請董事會認定的其他高級管理人員。

Article 3 The directors in these Rules indicate the executive directors, the non-executive directors (if any) and the independent non-executive directors in the Company, and the senior management members indicate the general manager, vice general manager, CFO and secretary to the Board and other higher management submitted by the General Manager and approved by the Board.

## 第二章 人員組成

### Chapter II Composition

第四條 薪酬與考核委員會成員由三名董事組成，其中大部分成員須為獨立非執行董事。薪酬與考核委員會委員應符合中國有關法律、法規及適用的上市規則對於該委員會委員資格的要求。

Article 4 The Remuneration and Appraisal Committee shall consist of three directors and must comprise a majority of independent non-executive directors. The members of the Remuneration and Appraisal Committee shall meet the requirements on the membership qualification of this Committee in accordance with relevant laws and the regulations of the PRC and applicable Listing Rules.

第五條 薪酬與考核委員會委員由董事長、二分之一以上獨立非執行董事或者全體董事的三分之一提名，並由董事會選舉產生。

Article 5 The members of the Remuneration and Appraisal Committee shall be nominated by the Chairman of the Board or more than one-half of independent non-executive directors or one-third of all directors and shall be elected by the Board.

第六條 薪酬與考核委員會設主任委員一名，由獨立非執行董事委員擔任，負責主持委員會工作；主任委員在委員內選舉，並報請董事會批准產生。

Article 6 The Remuneration and Appraisal Committee shall have one chairman, who shall be independent non-executive director and shall be responsible for directing the works of the Committee. The Chairman of the Committee shall be elected from the members and shall be submitted to the Board for consideration and approval.

第七條 薪酬與考核委員會任期與董事會任期一致，委員任期屆滿，連選可以連任。期間如有委員不再擔任公司董事職務或應當具有獨立非執行董事身份的委員不再具備《公司章程》或《香港聯合交易所有限公司證券上市規則》所規定的獨立性，自動失去委員資格，並由委員會根據上述第四至第六條規定補足委員人數。

Article 7 The term of office of the Remuneration and Appraisal Committee shall be the same as that of the Board, and the Committee members may be re-selected upon the expiry of the current term of office. If any member ceases to be a director of the Company during his/her term of office, or any member who ought to have the identity of independent non-executive director does not have the independence specified in the *Article of Association* or in the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* any longer, he/she shall lose his/her membership qualification automatically, and the vacancy shall be filled by the Committee in accordance with the provisions of Articles 4 to 6 above.

第八條 公司人力資源部為薪酬與考核委員會常設機構，專門負責提供公司有關經營方面的資料及被考評人員的有關資料，負責籌備薪酬與考核委員會會議並執行薪酬與考核委員會的有關決議。

Article 8 The Human Resource Department of the Company is a standing body of the Remuneration and Appraisal Committee and is particularly responsible for providing relevant data about operation and relevant data of appraised personnel and responsible for preparing the meetings of the Remuneration and Appraisal Committee and carrying out related decisions of the Remuneration and Appraisal Committee.

### 第三章 職責權限

#### Chapter III Terms of References

第九條 薪酬與考核委員會的主要職責權限：

Article 9 The major terms of references of the Remuneration and Appraisal Committee include:

(一) 根據董事及高級管理人員管理崗位的主要範圍、職責、重要性以及其他相關企業相關崗位的薪酬水平制定薪酬計劃或方案；

to formulate the remuneration plans or schemes according to the main scopes, duties and importance of the managerial positions of directors and senior management members and the salary levels of other related positions of other relevant enterprises;

薪酬計劃或方案主要包括但不限於績效評價標準、程序及主要評價體系，獎勵和懲罰的主要方案和制度等；

The remuneration plans or schemes mainly include but are limited to the performance evaluation standards, procedures, main evaluation systems, the main rewarding and punishing schemes and systems and the like;

(二) 就董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；

to make recommendations to the Board on the remuneration policy and structure for all directors and senior management members and on the establishment of a formal and transparent procedure for developing the remuneration policy;

(三) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；

to review and approve the management's remuneration proposals with reference to the corporate goals and objectives concluded by the Board;

(四) 根據董事會的授權，負責擬定個別董事、高級管理人員的薪酬待遇，並向董事會提出建議；此薪酬待遇應包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）；

to determine and make recommendations to the Board on the remuneration packages of individual directors and senior management members, with delegated responsibility from the Board; the remuneration package should include benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment);

當擬定個別董事、高級管理人員的薪酬待遇時，應考慮同類公司支付的薪酬、須付出的時間及職責以及集團內其他職位的僱用條件等；

to consider salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere in the Group for developing the remuneration packages of individual directors and senior management members;

委員會應確保任何董事或其任何聯繫人不得參與釐定他自己的薪酬；

to ensure that no director or any of his associates is involved in deciding his own remuneration;

- (五) 檢討及批准向董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；  
to review and approve compensation payable to directors and senior management members for any loss or termination of the office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (六) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；  
to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (七) 審查公司董事及高級管理人員的履行職責情況並對其進行年度績效考評；  
to review the performance of the duties of the directors and senior management members of the Company and conduct annual performance assessment on them;
- (八) 負責對公司薪酬制度執行情況進行監督；  
to supervise the implementation of the Remuneration System of the Company;
- (九) 向董事會匯報其決定或建議，但受法律或監管限制所限而不能作此匯報的除外；及  
to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so; and
- (十) 董事會授權的其他事宜。  
other matters authorized by the Board.

第十條 董事會有權否決損害股東利益的薪酬計劃或方案。

Article 10 The Board shall have the right to reject any remuneration plan or scheme which damages shareholders' interests.

第十一條 薪酬與考核委員會提出的公司董事的薪酬計劃，須報經董事會同意後，提交股東會審議通過後方可實施；公司高級管理人員的薪酬分配方案須報董事會批准。

Article 11 The remuneration plans of the directors of the Company raised by the Remuneration and Appraisal Committee must be agreed by the Board and then can be implemented after the approval on the General Meeting of Shareholders. The remuneration distribution schemes of the senior management members of the Company must be submitted to the Board for approval.

第十一(A)條 薪酬與考核委員會須應董事長的邀請由主任委員，或在主任委員缺席時，由另一名委員或其授權代表出席股東周年大會，並在股東周年大會上回答提問。

Article 11(A) The Chairman of the Board shall invite the Chairman of the Remuneration and Appraisal Committee or another member of the Committee or failing this his duly appointed delegate in the absence of the Chairman of the Committee to attend the annual general meeting and to be available to answer questions at the annual general meeting.

#### **第四章 決策程序** **Chapter IV Decision-making Procedures**

第十二條 薪酬與考核委員會下設的工作組負責做好薪酬與考核委員會決策的前期準備工作，提供公司有關方面的資料：(一)提供公司主要財務指標和經營目標完成情況；(二)公司高級管理人員分管工作範圍及主要職責情況；(三)提供董事及高級管理人員崗位工作業績考評系統中涉及指標的完成情況；(四)提供董事及高級管理人員的業務創新能力和創利能力的經營績效情況；(五)提供按公司業績擬訂公司薪酬分配規劃和分配方式的有關測算依據。

Article 12 The working team under the Remuneration and Appraisal Committee shall complete the first-phase preparations for the Remuneration and Appraisal Committee to make decision and provide related materials of the Company including: (i) the main financial index and the completion of operational objectives of the Company; (ii) the individual scope of work and main duties of the senior management members of the Company; (iii) the completion of concerning index in the position performance assessment system of the directors and senior management members; (iv) the operation performance of the business innovation ability and profitability of the directors and senior management members; and (v) the relevant calculating basis for drafting the remuneration distribution plan and the way of distribution of the Company according to the performance of the Company.

第十三條 薪酬與考核委員會對董事和高級管理人員考評程序：(一)公司董事和高級管理人員向董事會薪酬與考核委員會作述職和自我評價；(二)薪酬與考核委員會按績效評價標準和程序，對董事及高級管理人員進行績效評價；(三)根據崗位績效評價結果及薪酬分配政策提出董事及高級管理人員的報酬數額和獎勵方式，表決通過後，報公司董事會。

Article 13 The procedures for the Remuneration and Appraisal Committee to appraise the directors and senior management members shall include that: (i) the directors and senior management members of the Company shall report and evaluate themselves to the Remuneration and Appraisal Committee of the Board; (ii) the Remuneration and Appraisal Committee shall give performance evaluation to the directors and senior management members according to the performance evaluation standards and procedures; and (iii) the remuneration amounts and the ways of rewarding of the directors and the senior management members shall be proposed according to the result of the position performance evaluation and the remuneration distribution policies and shall be reported to the Board of the Company after being approved by voting.



## 第五章 議事規則

### Chapter V Rules of Procedure

第十四條 薪酬與考核委員會會議於召開前七天通知全體委員，會議由主任委員主持，主任委員不能出席時可委託其他一名委員(獨立非執行董事)主持。

Article 14 All members of the Remuneration and Appraisal Committee shall be notified seven days prior to the meetings of the Remuneration and Appraisal Committee. The meetings shall be chaired by the Chairman who, if unable to attend the meeting, may appoint another member (being an independent non-executive director) to chair the meeting.

第十五條 薪酬與考核委員會會議應由三分之二以上的委員出席方可舉行；每一名委員有一票的表決權；會議作出的決議，必須經全體委員的過半數通過。

Article 15 The quorum of the meetings of the Remuneration and Appraisal Committee shall be two-thirds or more of all its members, each having one vote. Resolutions of the meetings shall be passed by a majority of all members.

第十六條 薪酬與考核委員會會議表決方式為舉手表決或投票表決；臨時會議可以採取通訊表決的方式召開。

Article 16 The way of voting on the meeting of the Remuneration and Appraisal Committee shall be voting by a show of hands or voting by ballot; and the interim meeting can be held by communication voting.

第十七條 薪酬與考核委員會會議必要時可以邀請公司董事及高級管理人員列席會議。

Article 17 The directors and senior management members of the Company may be invited by the Remuneration and Appraisal Committee to attend its meeting as non-voting participants when necessary.

第十八條 薪酬與考核委員會應就其他董事的薪酬建議諮詢董事長及／或總經理。

Article 18 The Remuneration and Appraisal Committee shall consult with the Chairman and/or the General Manager about their remuneration proposals for other directors.

薪酬與考核委員會應獲足夠資源以履行其職責。其中包括但不限於，如有必要，薪酬與考核委員會可以聘請中介機構為其決策提供獨立專業意見，費用由公司支付。

The Remuneration and Appraisal Committee shall be provided with sufficient resources to discharge its duties, including but not limited to that, if necessary, the Remuneration and Appraisal Committee may engage intermediaries to provide professional independent advices on its decisions at reasonable expense of the Company.

第十九條 薪酬與考核委員會會議討論有關委員會成員的議題時，相關委員應迴避。

Article 19 The topics concerning the interests of the Committee members shall be discussed on the meeting of the Remuneration and Appraisal Committee at the evasion of related members.

第二十條 薪酬與考核委員會會議的召開程序、表決方式和會議通過的薪酬政策與分配方案必須遵循有關法律、法規、公司章程及本辦法的規定。

Article 20 The convening procedure, voting pattern and the remuneration policies and distribution schemes passed in the meeting of the Remuneration and Appraisal Committee must follow relevant laws and regulations, the Articles of Association and the Rules of this procedure.

第二十一條 薪酬與考核委員會會議應當有記錄，出席會議的委員應當在會議記錄上簽名；會議記錄由公司董事會秘書保存。

Article 21 Minutes of meetings shall be kept for the meetings of the Remuneration and Appraisal Committee. Members who have attended the meetings shall sign on the minutes of the relevant meetings. Minutes of meetings shall be kept by the Secretary of the Board of the Company.

第二十二條 薪酬與考核委員會會議通過的議案及表決結果，應以書面形式報公司董事會。

Article 22 The proposals and voting result passed on the meeting of the Remuneration and Appraisal Committee shall be submitted to the Board of the Company in written form.

第二十三條 出席會議的委員均對會議所議事項有保密義務，不得擅自披露有關信息。

Article 23 All members who have attended any of the meetings are subject to the obligations of confidentiality on all matters considered at the meetings and shall not disclose any of the relevant information without authorization.

## 第六章 附則

### Chapter VI Supplementary Provisions

第二十四條 本實施細則自董事會決議通過之日起生效並施行。

Article 24 These Implementation Rules shall come into force and be implemented from the date, on which they are approved by the Board of Directors.

第二十四(A)條 本實施細則將按適用的上市規則的要求在公司網站以及有關的證券交易所網站上公開。

Article 24(A) These Implementation Rules shall be disclosed on the Company's web sites and relevant web sites of Stock Exchange according to the applicable requirements of Listing Rules.

第二十五條 本實施細則未盡事宜，按國家有關法律、法規、適用的上市規則和公司章程的規定執行；本細則如與國家日後頒佈的法律、法規、適用的上市規則或經合法程序修改後的公司章程相抵觸時，按國家有關法律、法規、適用的上市規則和公司章程的規定執行，並立即修訂，報董事會審議通過。

Article 25 The matters not covered in these Implementation Rules shall be implemented in accordance with the relevant laws and regulations of the PRC, applicable Listing Rules and the Articles of Association. Where these Rules conflict with any laws, regulations and applicable Listing Rules of the PRC issued afterward or the Articles of Association validly amended, the latter shall prevail and these Rules shall be revised immediately for approval by the Board.

第二十六條 本實施細則解釋權歸屬公司董事會。

Article 26 The Board of Directors of the Company shall reserve the right to interpret these Implementation Rules.

中創智領(鄭州)工業技術集團股份有限公司董事會  
The Board of Directors of ZMJ Group Company Limited

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